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*Proposed General Bankruptcy and Restructuring  
Attorneys for Debtors and Debtors-in-Possession*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
OAKLAND DIVISION**

In re:

**HI-FIVE ENTERPRISES, LLC**, a  
California limited liability company;  
**ONE SOUTH LAKE STREET,  
LLC**, a Nevada limited liability  
company; and **WILD GAME NG,  
LLC**, a Nevada limited liability  
company d/b/a The Siena Hotel Spa &  
Casino,

Debtors and Debtors-  
In-Possession.

Case No. 4:10-bk-48268-RJN

[Jointly Administered with Case Nos.:  
4:10-bk-48270-RJN and 4:10-bk-48272-RJN]

Chapter 11

**APPLICATION FOR AN ORDER  
AUTHORIZING THE EMPLOYMENT OF  
ARENT FOX LLP AS GENERAL  
BANKRUPTCY AND RESTRUCTURING  
COUNSEL FOR THE DEBTORS AND  
DEBTORS-IN-POSSESSION EFFECTIVE AS  
OF JULY 21, 2010; DECLARATIONS OF  
BARNEY NG AND ARAM ORDUBEGIAN  
FILED CONCURRENTLY HEREWITH**

☒ Affects all Debtors

☐ Applies only to Hi-Five  
Enterprises, LLC

☐ Applies only to One South Lake  
Street, LLC

☐ Applies only to Wild Game Ng,  
LLC

*[No Hearing Required Pursuant to  
B.L.R. 9014-1(b)]*

1 Hi-Five Enterprises, LLC ("Hi-Five"), together with its debtor affiliates, One South  
2 Lake Street, LLC ("One South") and Wild Game Ng, LLC ("Wild Game"), the debtors  
3 and debtors in possession herein (collectively, the "Debtors"), hereby file this application  
4 (the "Application") to employ Arent Fox LLP (the "Firm" or "Arent Fox") as the Debtors'  
5 general bankruptcy and restructuring counsel, effective as of the Petition Date (defined  
6 below). In support of this Application, the Debtors concurrently submit the Declarations  
7 of Aram Ordubegian (the "Ordubegian Declaration") and the Debtors' managing member  
8 Barney Ng (the "Ng Declaration"), incorporated herein by reference, and respectfully  
9 represents as follows:

10  
11 **I.**

12 **JURISDICTION AND VENUE**

13 This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and  
14 1334(b). Venue of these proceedings is proper in this judicial district pursuant to 28  
15 U.S.C. §§ 1408 and 1409. Bankruptcy Code sections 327, 328, 504, and 1107, Federal  
16 Rules of Bankruptcy Procedure 2014, 2016, and 5002 are the statutory predicates for the  
17 relief sought by this Application.

18 **II.**

19 **RELIEF REQUESTED**

20 On July 21, 2010 (the "Petition Date"), the Debtors filed separate voluntary  
21 petitions for relief under Chapter 11 of Title 11 of the United States Code (the  
22 "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their  
23 affairs as debtors-in-possession pursuant to 11 U.S.C. §§ 1107(a) and 1108. No request  
24 has been made for the appointment of a trustee or examiner. An Official Committee of  
25 Unsecured Creditors was appointed in the above-captioned cases (collectively, the  
26 "Cases") on August 11, 2010.

1 The Debtors seek Court approval to retain the Firm in the form of Order attached  
2 hereto as Exhibit "1", effective as of the Petition Date, at the expense of the Debtors'  
3 estates, to provide legal services that will be required to prosecute these chapter 11 cases.

4 The Debtors have selected Arent Fox as their general bankruptcy and restructuring  
5 counsel because the partners and associates of Arent Fox have considerable expertise in  
6 the fields of bankruptcy, insolvency, reorganizations, liquidations, debtors' rights, debt  
7 restructuring and corporation reorganizations, commercial litigation, and intellectual  
8 property, among other practice areas. Accordingly, the Debtors believe that Arent Fox is  
9 well qualified to represent them in these Chapter 11 cases. A summary of the experience  
10 and qualifications of the Arent Fox attorneys who are expected to render services to the  
11 Debtors are attached as Exhibit "2" to the Declaration of Aram Ordubegian filed in  
12 support of the Application concurrently herewith.

13 The Firm's services for the Debtors are necessary to enable the Debtors to execute  
14 duties as a debtor-in-possession, including maximizing value to its creditors. Subject to  
15 further order of this Court, and without being exclusive, the Firm proposes to render the  
16 following types of legal services to the Debtors:

- 17 1. Advise the Debtors on the requirements of the Bankruptcy Code, the Federal  
18 Rules of Bankruptcy Procedure, the Bankruptcy Local Rules, and the  
19 requirements of the United States Trustee pertaining to the administration of  
20 the Debtors' estates (the "Estates");
- 21 2. Prepare motions, applications, answers, orders, memoranda, reports, and  
22 papers, *etc.*, in connection with the administration of the Estates;
- 23 3. Protect and preserve the Estates by prosecuting and defending actions  
24 commenced by or against the Debtors and analyzing and preparing  
25 necessary objections to proofs of claim filed against the Estates;
- 26 4. Investigate and prosecute preference, fraudulent transfer, and other actions  
27 arising under the Debtors' avoiding powers;
- 28 5. Advise the Debtors with respect to the sale and disposition of assets;

6. Prepare the Debtors' plan of reorganization; and

7. Render such other advice and services as the Debtors may require in connection with these cases.

Arent Fox has indicated a willingness to act on behalf of the Debtors and render the necessary professional services as attorneys for the Debtors.

### III.

## COMPENSATION

Subject to this Court's approval, and in accordance with 11 U.S.C. §§ 328 and 1107, the Debtors wish to employ Arent Fox with compensation at the expense of the Debtors' Estates on an hourly rate basis in accordance with its ordinary and customary hourly rates for services of this type and nature and for this type of matter in effect on the date such services are rendered and to reimburse Arent Fox for its actual, reasonable, and necessary out-of-pocket disbursements incurred in connection therewith. The principal attorneys presently designated to represent the Debtors are Aram Ordubegian and Andy S. Kong. The current standard hourly rates for those individuals are \$475.00 and \$360.00 respectively.

The following are Arent Fox's current hourly rates for work of this nature:

1. Partners: \$430 - \$765
2. Of Counsel: \$395 - \$695
3. Associates: \$260 - \$460
4. Paraprofessionals: \$135 - \$250

Arent Fox's hourly rates are subject to adjustment on a periodic basis, typically annually.

In addition to Arent Fox's professional fees, its billing statements will include charges for reasonable and necessary third party and staff services employed in the course of its representation of the Debtors, as well as expenses incurred with respect to postage, messenger services, photocopying, filing fees, travel, computerized legal research, and facsimile transmission. These charges are separately itemized on Arent Fox's statements at scheduled rates based on the service<sup>4</sup> involved and out-of-pocket disbursements

1 incurred. No charges will be assessed for word processing or secretarial overtime in  
2 Arent Fox's representation of the Debtors. Arent Fox will charge the Debtors for these  
3 expenses in a manner and at a rate that is consistent with charges generally made to Arent  
4 Fox's other clients and with the U.S. Trustee's guidelines. The Debtors' hotel, casino and  
5 spa business is located at the Siena Hotel Spa & Casino in Reno, Nevada (the "Siena"). If  
6 the professionals of Arent Fox must provide services to the Debtors in Reno and there is  
7 unused room availability, then they will stay at the Siena and receive a discounted or  
8 complimentary rate for rooms and related services to lower the amount of such costs, for  
9 the benefit of the Estates.

10 Arent Fox intends to apply to the Court for allowance of compensation and  
11 reimbursement of expenses in accordance with the applicable provisions of the  
12 Bankruptcy Code, the applicable Federal Rules of Bankruptcy Procedure, the Bankruptcy  
13 Local Rules, and Orders of this Court. Compensation will be payable to Arent Fox in  
14 compliance with the above rules, on an hourly basis, plus reimbursement of actual,  
15 necessary expenses incurred by Arent Fox.

16 There are no arrangements between the Firm and any other entity for the sharing of  
17 compensation received or to be received in connection with these cases, except insofar as  
18 such compensation may be shared among the partners, of counsel, and associates of the  
19 Firm.

20 Upon the commencement of its engagement, Arent Fox received a retainer of  
21 \$50,000, which will be applied to the amounts earned by Arent Fox in these cases in  
22 accordance with this Court's direction. The \$50,000 was loaned by the Debtors'  
23 managing member Barney Ng to the Debtors for the funding of the retainer. Before the  
24 Petition Date, from July 19, 2010 to the time that these cases were filed, and after certain  
25 write-downs, Arent Fox was paid \$14,175.96 for services and expenses. Of this amount,  
26 \$3,218.96 were reimbursement of costs, including \$3,117.00 for the filing fees associated  
27 with these cases. The remaining amounts of the retainer have been allocated as follows:

1 \$5,000 for the Hi-Five case, \$15,000 for the One South case, and \$15,824.04 for the Wild  
2 Game case. Arent Fox respectfully asks the Court to approve the retainer for these cases.

3 The retainer is not a fixed price for counsel's services, and the Firm reserves the  
4 right to seek additional compensation beyond the amounts covered by the retainer in  
5 accordance with applicable provisions of the Bankruptcy Code and Bankruptcy Rules. In  
6 this regard, as just one additional basis for compensation, the Debtors' approved  
7 operations budget proposes to allocate funds for the administration of the Estates. These  
8 amounts accrue and may be set aside in a separate interest bearing account, if the Debtors'  
9 operations allow for such segregation.

#### 10 IV.

#### 11 CONNECTIONS WITH THE DEBTORS AND OTHER PARTIES

12 To the best of the Debtors' knowledge, information, and belief, and except as  
13 otherwise set forth in the Ordubegian Declaration regarding the Firm's representation of  
14 S-King Estates, LLC, a debtor-in-possession, as its general bankruptcy and restructuring  
15 counsel in its bankruptcy case pending in the United States Bankruptcy Court, District of  
16 Utah, as case number 09-33659, neither Arent Fox nor its respective attorneys are a  
17 creditor, equity security holder, or an "insider" of the Debtors as that term is defined in 11  
18 U.S.C. § 101(31). Moreover, Arent Fox and its respective attorneys have no connection  
19 with and no interests adverse to the Debtors, their creditors, the Estates, or any other  
20 party-in-interest herein or their respective professionals in matters relating to the Debtors  
21 and their Estates, and none of the attorneys comprising or employed by Arent Fox are  
22 related to any judge of the United States Bankruptcy Court for the Northern District of  
23 California, the U.S. Trustee, or any person employed in the Office of the United States  
24 Trustee.

25 To the best of the Debtors' knowledge and based upon the Ordubegian Declaration,  
26 neither the Firm nor any of its partners, of counsel, or associates is or was, within two  
27 years before the date of the filing of the petition, a director, officer, or employee of the  
28 Debtors.



1 To the best of the Debtors' knowledge and except as otherwise disclosed in the  
2 Ordubegian Declaration, Arent Fox: (i) does not hold or represent any interest adverse to  
3 the Debtors with respect to the matters for which it is being retained; (ii) Arent Fox is a  
4 "disinterested person" as that phrase is defined in 11 U.S.C. § 101(14) (as modified by 11  
5 U.S.C. § 1103(b)); (iii) neither Arent Fox nor its professionals have any connection with  
6 the Debtors, their Estates, or their creditors; and (iv) Arent Fox's employment is necessary  
7 and in the best interests of the Debtors' Estates.

8 V.

9 **NOTICE AND NO PRIOR APPLICATION**

10 Notice of this Application has been provided to the Office of the United States  
11 Trustee and all other parties entitled notice pursuant to this Court's Order Establishing  
12 Notice Procedures. The Debtors respectfully represent that such notice is sufficient, and  
13 requests that this Court find that no further notice of the relief requested herein is  
14 necessary or appropriate.

15 No prior application has been made for the relief requested herein to this or any  
16 other Court.

17 **WHEREFORE**, the Debtors believe that the retention and employment of Arent  
18 Fox is in the best interests of the Debtors, and their Estates and creditors, and the Debtors  
19 respectfully request that this Court: (i) approve the employment and retention of Arent  
20 Fox, in the form of Order attached hereto as Exhibit "1", and as noted in this Application,  
21 as attorneys to the Debtors effective as of the Petition Date as set forth in this Application,  
22 and (ii) grant such other, further relief as is just and proper.

23  
24  
25 *[signatures on following page]*  
26  
27  
28

1 Dated: September 17, 2010

Managing Member of the Debtors

2  
3  
4 By: /s/ Barney Ng  
Barney Ng

5 Dated: September 17, 2010

ARENT FOX LLP

6  
7  
8 By: /s/ Aram Ordubegian  
Aram Ordubegian  
9 Andy S. Kong  
10 Proposed General Bankruptcy and  
11 Restructuring Counsel for Debtors and  
12 Debtors-in-Possession  
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# EXHIBIT "1"

Aram Ordubegian (SBN 185142)  
Andy S. Kong (SBN 243933)  
**ARENT FOX LLP**  
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**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
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In re:

**HI-FIVE ENTERPRISES, LLC**, a  
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Debtors and Debtors-  
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Case No. 4:10-bk-48268-RJN

[Jointly Administered with Case Nos.:  
4:10-bk-48270-RJN and 4:10-bk-48272-RJN]

Chapter 11

**ORDER APPROVING EMPLOYMENT OF  
ARENT FOX LLP AS GENERAL  
BANKRUPTCY AND RESTRUCTURING  
COUNSEL FOR THE DEBTORS AND  
DEBTORS-IN-POSSESSION EFFECTIVE AS  
OF JULY 21, 2010**

☒ Affects all Debtors

☐ Applies only to Hi-Five  
Enterprises, LLC

☐ Applies only to One South Lake  
Street, LLC

☐ Applies only to Wild Game Ng,  
LLC

*[No Hearing Required Pursuant to  
B.L.R. 9014-1(b)]*

1 The Court has reviewed and considered the *Application for an Order Authorizing*  
2 *the Employment of Arent Fox LLP as General Bankruptcy and Restructuring Counsel for*  
3 *the Debtors and Debtors-in-Possession Effective as of July 21, 2010* (the "Application")  
4 filed by the above-captioned debtors and debtors-in-possession (the "Debtor"). In the  
5 Application, the Debtors sought authority to employ Arent Fox LLP ("Arent Fox") as  
6 counsel under 11 U.S.C. §§ 327, 328 and 1107 and Rule 2014 of the Federal Rules of  
7 Bankruptcy Procedure. No objections to the Application have been filed.

8 After considering the Application; and the Declarations of Aram Ordubegian and  
9 Barney Ng in Support of the Application; and all other pleadings filed in support thereof,  
10 and the record in these cases, the Court finds that: (1) Arent Fox does not hold or  
11 represent any interest adverse to the Debtors with respect to the matters for which it is  
12 being retained and is a "disinterested person" as that phrase is defined in 11 U.S.C.  
13 § 101(14); (2) employment of Arent Fox for the purposes set forth in the Application is in  
14 the best interest of the Debtors and the estates; (3) notice of the Application was adequate  
15 and appropriate under the particular circumstances and no other notice need be given;  
16 (4) no hearing on the Application is required pursuant to the Bankruptcy Local Rules; and  
17 (5) other good and sufficient cause exists for granting the relief requested in the  
18 Application:

19 **THEREFORE, IT IS HEREBY ORDERED THAT:**

- 20 1. The Application is granted in its entirety.
- 21 2. The Debtors are authorized to employ Arent Fox as their general bankruptcy  
22 and restructuring counsel for the purposes and on the terms set forth in the Application, as  
23 of July 21, 2010, with compensation that is at the expense of the Debtors' estates and in  
24 such amount as this Court may hereafter allow.
- 25 3. The retainers provided by the Debtors, as reflected in the Application, is  
26 approved.

27 ###

**NOTE:** When using this form to indicate service of a proposed order, **DO NOT** list any person or entity in Category I. Proposed orders do not generate an NEF because only orders that have been entered are placed on the CM/ECF docket.

## PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is: Arent Fox LLP, Gas Company Tower, 555 West Fifth Street, 48th Floor, Los Angeles, CA 90013.

A true and correct copy of the foregoing document described APPLICATION FOR AN ORDER AUTHORIZING THE EMPLOYMENT OF ARENT FOX LLP AS GENERAL BANKRUPTCY AND RESTRUCTURING COUNSEL FOR THE DEBTORS AND DEBTORS-IN-POSSESSION EFFECTIVE AS OF JULY 21, 2010 will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner indicated below:

**I. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF")** – Pursuant to controlling General Order(s) and Local Bankruptcy Rule(s) ("LBR"), the foregoing document will be served by the court via NEF and hyperlink to the document. On September 17, 2010 I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following person(s) are on the Electronic Mail Notice List to receive NEF transmission at the email address(es) indicated below:

☒ Service information continued on attached page

**II. SERVED BY U.S. MAIL OR OVERNIGHT MAIL**(indicate method for each person or entity served):

On September 17, 2010 I served the following person(s) and/or entity(ies) at the last known address(es) in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States Mail, first class, postage prepaid, and/or with an overnight mail service addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☒ Service information continued on attached page

**III. SERVED BY PERSONAL DELIVERY, FACSIMILE TRANSMISSION OR EMAIL** (indicate method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on \_\_\_\_\_ I served the following person(s) and/or entity(ies) by personal delivery, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

September 17, 2010  
Date

SIMONA FILIP  
Type Name

/s/ Simona Filip  
Signature

**ADDITIONAL SERVICE INFORMATION****I. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF") :**

Janet L. Chubb on behalf of Interested Party National Automobile Museum  
jlc@jonesvargas.com, tbw@jonesvargas.com

Cecily A. Dumas on behalf of Creditor Konami Gaming, Inc.  
cdumas@friedumspring.com, calas@friedumspring.com

Eric D. Goldberg on behalf of Creditor RE Reno, LLC  
egoldberg@stutman.com

Geoffrey A. Heaton on behalf of Creditor Committee The Official Committee of General Unsecured Creditors  
for Hi-Five Enterprises, LLC  
gheaton@duanemorris.com

Lynette C. Kelly on behalf of U.S. Trustee Office of the U.S. Trustee/Oak  
lynette.c.kelly@usdoj.gov

Mette H. Kurth on behalf of Debtor Hi-Five Enterprises, LLC  
Kurth.Mette@ARENTFOX.COM

William J. Lafferty on behalf of Creditor NV Energy, Inc.  
wlafferty@howardrice.com, aray@howardrice.com;jbeyl@howardrice.com;calendar@howardrice.com

Melissa Lor on behalf of Creditor International Game Technology  
MLor@Schnader.com, wreinig@schnader.com

Daniel A. McDaniel on behalf of Creditor General Produce Co., Ltd.  
dampc@pacbell.net

Office of the U.S. Trustee/Oak  
USTPRegion17.OA.ECF@usdoj.gov, ltroxas@hotmail.com

Aron M. Oliner on behalf of Creditor Committee The Official Committee of General Unsecured Creditors for  
Hi-Five Enterprises, LLC  
roliner@duanemorris.com

**II. SERVED BY U.S. MAIL:**

Hon. Randall J. Newsome  
U.S. Bankruptcy Court  
Northern District  
1300 Clay Street, Courtroom 220  
Oakland, CA 94612

RE Reno LLC  
c/o Jeffrey C. Krause  
Stutman Treister & Glatt  
1901 Avenue of the Stars, 12th Floor  
Los Angeles, CA 90067

IGT  
9295 Prototype Dr.  
Reno, NV 89521

Konami Gaming, Inc.  
585 Trade Center Drive  
Las Vegas, NV 89521

Raymond Leasing Corporation  
P.O. Box 130  
Greene, NY 13778

PDS Gaming Corporation-Nevada  
6280 Annie Oakley Drive  
Las Vegas, NV 89120

Wells Fargo Bank, National Association  
3800 Howard Hughes Parkway, 4th Floor  
Las Vegas, NV 89109

Young Electric Sign Company  
775 E. Glendale Ave.  
Sparks, NV 89101

Bank Wyoming  
435 Arapahoe  
Thermopolis, WY 82443-1232

Internal Revenue Service  
P.O. Box 21126  
Philadelphia, PA 19114

REQUEST FOR SPECIAL NOTICE

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Reno, NV 89501

Michael E. Wilson  
Chief Deputy Attorney General  
5420 Kietzke Ln. #202  
Reno, NV 89511

GE Money Bank  
c/o Recovery Management Systems Corp.  
25 SE 2nd Avenue, Suite 1120  
Miami, FL 33131-1605  
Attn: Ramesh Singh